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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11 Case No.

General Motors Corporation, *et al.*

09-50026-reg

Debtors.

(Jointly Administered)

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**OBJECTION OF COMPUWARE CORPORATION TO  
PROPOSED CURE COSTS CONTAINED IN NOTICE OF (I) DEBTORS  
INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS,  
UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF  
NONRESIDENTIAL REAL PROPERTY AND (II) CURE COSTS RELATED THERETO**

COMPUWARE CORPORATION, (“Objector”) submits this Cure Objection to the proposed cure related costs for the assumption and assignment of the Assumable Executory Contracts (as defined in the Assignment Notice), set forth in the Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Costs Related Thereto (“Assignment Notice”), served upon Objector on June 5, 2009. In support of its Objection, Objector states:

1. The Contract Website sets forth the amount of \$3,085,548.13 as the monetary amount required to cure defaults under the Assumable Executory Contracts with Objector.
2. According to the records maintained by Objector, the correct Cure Amount (the “Correct Cure Cost”) to be paid to Objector shall be \$5,886,815.77 (See attached Exhibit 1).

3. The assumption and assignment of the Assumable Executory Contracts between Debtors and Objector shall be conditioned upon the immediate payment of the Correct Cure Cost.

WHEREFORE, Objector respectfully requests that its Objection be sustained and that the assumption of the Assumable Executory Contract be conditioned upon the immediate payment of the Correct Cure Cost.

Respectfully submitted,

WARNER NORCROSS & JUDD LLP

Date: June 12, 2009

BY: /s/Michael G. Cruse  
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1677105-1

# EXHIBIT 1

Compuware Open Balance Report  
GM Bankruptcy Cure Reconciliation Supporting the Objection  
For Customer Classes Covsint Domestic, Services, and Products  
Aged as of June 9, 2009  
(Print Legal Size)

**CUSTOMER CLASS - COVSINT DOMESTIC**

CC	Cust#	Site Use Id	Orig Cust #	Cust Name	Type	Trans Date	Trans#	Applied to Tran#	Trans\$	Tax\$	Balance	PO#	Payment Term	On Cure List?
53000	126635	229064	COV201701	GENERAL MOTORS DE	INV	29-May-09	COV128972		6,895.11	-	6,895.11	CTR53603	30 NET	N
53000	126635	229064	COV201701	GENERAL MOTORS DE	INV	30-Apr-09	COV128211		13,317.81	-	13,317.81	CTR53603	30 NET	N
53000	119092	203214	COV200967	GM FINANCIAL SHARED	INV	29-May-09	COV128877		5,682.88	-	5,682.88	ONR03171	30 NET	N
53000	119092	203214	COV200967	GM FINANCIAL SHARED	INV	30-Apr-09	COV128117		7,618.97	-	7,618.97	GMR07503	60 NET	N
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	31-Mar-09	COV125654		9,270.00	-	9,270.00	1964-147	60 NET	N
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	31-Mar-09	COV125655		10,250.00	-	10,250.00	1065-272	60 NET	N
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	31-Mar-09	COV125695		10,300.00	-	10,300.00	TCR06454	60 NET	N
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	30-Apr-09	COV126426		10,320.00	-	10,320.00	1065-272	60 NET	N
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	31-Mar-09	COV126424		12,975.00	-	12,975.00	GM DUBAI 2009/10	60 NET	N
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	31-Mar-09	COV125657		13,000.00	-	13,000.00	GM DUBAI 2009/10	60 NET	N
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	31-Mar-09	COV125656		34,820.00	-	34,820.00	1065-275	60 NET	N
53000	136053	252753	COV202557	GM RAILINC-COVISINT	INV	31-Mar-09	COV125164		1,475.00	-	1,475.00	GMR74682	30 NET	N
53000	136053	252753	COV202557	GM RAILINC-COVISINT	INV	30-Apr-09	COV126383		1,475.00	-	1,475.00	GMR74682	30 NET	N
Total Covsint Not on Cure List									137,399.77	-	137,399.77			
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	30-Apr-09	COV126423		3,025.00	-	3,025.00	GMR86634	60 NET	Y
53000	127741	232740	COV202052	GM FINANCIAL SHARED	INV	31-Jan-09	COV123868		43,725.00	-	26,235.00	GMR84660	60 NET	Y
53000	127741	232740	COV202052	GM FINANCIAL SHARED	CASH	29-May-09	WM052909CH68	COV1238	(17,490.00)	-	-			
53000	119096	203218	COV201015	GENERAL MOTORS - CC	INV	28-May-09	COV126445		208,645.29	-	208,645.29	GMR83372	30 NET	Y
Total Covsint on Cure List									237,905.29	-	237,905.29			

**CUSTOMER CLASS - SERVICES**

CC	Cust#	Site Use Id	Cust Name	Assign #	Type	Trans Date	Trans#	Applied to Tran#	Trans\$	Tax\$	Balance	PO#	Payment Term	Maint Billing Rep / Acct Mgr	Consultant	Period Ending	On Cure List?
40530	4853	96863	GENERAL MOTORS CORPO	181262	UNAPP	6-May-09	50609ABANICO		(2,181.69)	-	(2,181.69)				Kleck	9-Apr	N
40777	4853	252555	GM ACCOUNTING	171229	CM	15-Sep-08	792102		(0.20)	-	(0.20)	GM524733			Manser	9-Feb	N
40777	4853	252555	GM ACCOUNTING	171229	CM	31-Mar-09	808207		(2,307.00)	-	(2,307.00)	GM532129			Manser	9-Feb	N
40777	4853	252555	GM ACCOUNTING	171229	CM	22-Apr-09	809437		(2,268.00)	-	(2,268.00)	GM532129			Manser	9-Feb	N
40777	4853	252555	GM ACCOUNTING	171229	CM	15-May-09	810743		(1,860.00)	-	(1,860.00)	GM532129			Manser	9-Feb	N
40772	4853	238509	GM FSS/ABP	170727	INV	20-Jan-09	802927		15,950.00	-	15,950.00	TTS30216	2ND DAY 2ND MO		Baracy	8-Dec	N
40562	4853	238509	GM FSS/ABP		INV	24-Feb-09	805536		5,950.00	-	5,950.00	ONS05272	2ND DAY 2ND MO		N/A		N
40566	4853	238509	GM FSS/ABP	180502	INV	27-Feb-09	805835		8,838.84	-	3,316.00	GM532460	2ND DAY 2ND MO		Korogiannis	8-Dec	N
40566	4853	238509	GM FSS/ABP	180502	CASH	2-Apr-09	805835	805835	(5,522.64)	-	-				Korogiannis	8-Dec	N
40566	4853	238509	GM FSS/ABP	170486	INV	15-Apr-09	809235		12,633.28	-	12,633.28	TCS06766	2ND DAY 2ND MO		Korogiannis	9-Mar	N
40568	4853	238509	GM FSS/ABP	190193	INV	16-Apr-09	809329		9,020.00	-	9,020.00	789-1506	2ND DAY 2ND MO		Pere	9-Mar	N
40562	4853	238509	GM FSS/ABP		INV	22-Apr-09	809442		19,740.00	-	19,740.00	ONS05397	2ND DAY 2ND MO		MacKinnon	9-Mar	N
															N/A		N

CC	Cust#	Site Use Id	Cust Name	Assign #	Type	Trans Date	Trans#	Applied to Trans#	Tran\$	Tax\$	Balance	PO#	Payment Term	Maint Billing Rep / Act Mgr	Consultant	Period Ending	On Cure List?
40562	4853	238509	GM FSS/ABP		INV	22-Apr-09	809443		7,880.00	-	7,880.00	ONS05397	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP	181483	INV	22-Apr-09	809446		53,840.00	-	53,840.00	934-529	2ND DAY 2ND MO	Korogiannis	Kong	9-Mar	N
40562	4853	238509	GM FSS/ABP		INV	22-Apr-09	809516		68,440.00	-	68,440.00	934-520	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	22-Apr-09	809561		28,900.00	-	28,900.00	ONS05473	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	23-Apr-09	809679		34,183.00	-	34,183.00	ONS05272	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	30-Apr-09	810054		40,788.00	-	40,788.00	934-528	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	14-May-09	810569		192,710.00	-	192,710.00	ONS05345	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP	170486	INV	14-May-09	810588		11,484.80	-	11,484.80	TC906766	2ND DAY 2ND MO	Korogiannis	Nori	9-Apr	N
40772	4853	238509	GM FSS/ABP	170727	INV	15-May-09	810777		15,500.00	-	15,500.00	TT531956	2ND DAY 2ND MO	Korogiannis	Baracy	9-Apr	N
40562	4853	238509	GM FSS/ABP		INV	20-May-09	810982		13,132.50	-	13,132.50	934-588	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP	181483	INV	20-May-09	810983		63,424.00	-	63,424.00	934-529	2ND DAY 2ND MO	Korogiannis	Kong	9-Apr	N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810978		71,940.00	-	71,940.00	934-520	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810980		40,788.00	-	40,788.00	934-528	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810984		19,313.00	-	19,313.00	934-506	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810985		4,250.00	-	4,250.00	934-524	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810986		129,628.00	-	129,628.00	934-594	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810991		23,175.00	-	23,175.00	934-572	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810992		111,387.50	-	111,387.50	934-565	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810993		345,422.00	-	345,422.00	ONS05345	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	21-May-09	811004		302,000.00	-	302,000.00	ONS05441	2ND DAY 2ND MO	Korogiannis	N/A		N
40562	4853	238509	GM FSS/ABP		INV	22-May-09	811101		205,990.00	-	205,990.00	ONS05457	2ND DAY 2ND MO	Korogiannis	N/A		N
40561	4853	238509	GM FSS/ABP		INV	29-May-09	811511		10,710.00	-	10,710.00	GM532063	2ND DAY 2ND MO	Pare	N/A		N
40561	4853	238509	GM FSS/ABP		INV	29-May-09	811512		34,808.00	-	34,808.00	GM532063	2ND DAY 2ND MO	Pare	N/A		N
40561	4853	238509	GM FSS/ABP		INV	29-May-09	811513		12,750.00	-	12,750.00	GM532063	2ND DAY 2ND MO	Pare	N/A		N
40561	4853	238509	GM FSS/ABP		INV	29-May-09	811514		41,438.00	-	41,438.00	GM532063	2ND DAY 2ND MO	Pare	N/A		N
40561	4853	238509	GM FSS/ABP		INV	29-May-09	811515		35,722.00	-	35,722.00	GM532063	2ND DAY 2ND MO	Pare	N/A		N
40561	4853	238509	GM FSS/ABP		INV	18-May-09	810855		2,211.60	-	2,211.60		2ND DAY 2ND MO	Korogiannis	Vayugandia	9-Apr	N
40530	4853	78111	GM TRADEXCHANGE *AUTC	161889	CM	18-May-09	810856		(29.42)	-	(29.42)			Korogiannis	Vayugandia	9-Apr	N
40530	4853	78111	GM TRADEXCHANGE *AUTC	161889	CM	18-May-09	810857		(0.50)	-	(0.50)			Vayugandia	Vayugandia	9-Apr	N
<b>Total Services Not on Cure List</b>									<b>2,013,867.87</b>	-	<b>2,013,867.87</b>						
40777	4853	252555	GM ACCOUNTING	171229	CM	31-Mar-09	808200		(2,325.00)	-	(2,325.00)	GM532129	2ND DAY 2ND MO	Korogiannis	Manser	9-Feb	Y
40772	4853	238509	GM FSS/ABP	170727	INV	16-Apr-09	809313		15,500.00	-	15,500.00	TT531956	UPON RECEIPT	Korogiannis	Baracy	9-Mar	Y
40568	4853	238509	GM FSS/ABP	120297	INV	24-Apr-09	809698		189,780.00	-	189,780.00	GM88515	2ND DAY 2ND MO	Pare	Clemmons	9-Mar	Y
40562	4853	238509	GM FSS/ABP		INV	14-May-09	810568		23,175.00	-	23,175.00	ONS05345	2ND DAY 2ND MO	Korogiannis	N/A		Y
40568	4853	238509	GM FSS/ABP	180208	INV	15-May-09	810701		16,000.00	-	16,000.00	GM534548 004	2ND DAY 2ND MO	Pare	McKeman	9-Apr	Y
40777	4853	238509	GM FSS/ABP		INV	15-May-09	810742		208,333.34	-	208,333.34	GM532129	2ND DAY 2ND MO	Pare	N/A		Y
40568	4853	238509	GM FSS/ABP	190014	INV	15-May-09	810776		18,040.00	-	18,040.00	GM532183	2ND DAY 2ND MO	Pare	Heldreth	9-Apr	Y
40562	4853	238509	GM FSS/ABP		INV	18-May-09	810862		10,815.00	-	10,815.00	ONR03439	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	18-May-09	810863		5,407.50	-	5,407.50	ONR03429	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	18-May-09	810864		67,207.50	-	67,207.50	ONR03429	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	19-May-09	810878		71,485.00	-	71,485.00	ONS05459	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	19-May-09	810879		128,440.00	-	128,440.00	ONS05456	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	20-May-09	810961		7,880.00	-	7,880.00	ONS05397	2ND DAY 2ND MO	Korogiannis	N/A		Y
40568	4853	238509	GM FSS/ABP	120297	INV	20-May-09	810965		184,782.50	-	184,782.50	GM88515	UPON RECEIPT	Pare	Clemmons	9-Apr	Y

CC	Cust#	Site Use Id	Cust Name	Assign #	Type	Trans Date	Trans#	Applied to Trans#	Tran\$	Tax\$	Balance	PO#	Payment Term	Maint Billing Rep / Act Mgr	Consultant	Period Ending	On Cure List?
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810981		30,591.00	-	30,591.00	ONS05478	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810982		15,296.00	-	15,296.00	ONS05466	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810987		99,000.00	-	99,000.00	ONS05438	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810988		34,250.00	-	34,250.00	ONS05438	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810989		1,032,552.00	-	1,032,552.00	ONS05345	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	21-May-09	810995		139,200.00	-	139,200.00	ONS05417	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	22-May-09	811011		214,875.00	-	214,875.00	ONS05441	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	22-May-09	811100		68,800.00	-	68,800.00	ONS05457	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	28-May-09	811368		18,020.00	-	18,020.00	ONS05441	2ND DAY 2ND MO	Korogiannis	N/A		Y
40562	4853	238509	GM FSS/ABP		INV	28-May-09	811369		18,020.00	-	18,020.00	ONS05441	2ND DAY 2ND MO	Korogiannis	N/A		Y
Total Services on Cure List									2,615,124.84	-	2,615,124.84						

**CUSTOMER CLASS - PRODUCTS**

CC	Cust#	Site Use Id	Cust Name	Type	Left Blank	Trans Date	Trans#	Applied to Trans#	Tran\$	Tax\$	Balance	PO#	Payment Term	On Cure List?
31055	23693	216433	GENERAL MOTORS	INV	-	16-Feb-09	N25284		650,000.00	-	650,000.00	GMP0029922	UPON RECEIPT	N
Total Products Not on Cure List									650,000.00	-	650,000.00			
-	-	-	Non-applicable	-	-	-	None		0.00	-	0.00			n/a
Total Products on Cure List														

Grand Total Not on Cure List -Objection Amount  
Total on Cure List - Identified with Compuware Invoices  
Total on Cure List - Compuware and GM Help Desk Unable to Identify with Compuware Invoices  
Grand Total on Cure List

Customer Class - Covisint Domestic														On Cure List?	
Loc	CC	Cust#	Site Use	Orig Cust #	Cust Name	Type	Trans Date	Trans#	Applied to Tran#	Trans\$	Tax\$	Balance	PO#	Payment Term	
105	53000	126635	229064	COV201701	GENERAL MOTORS DE MEXICO	INV	29-May-09	COV126872		6,895.11	-	6,895.11	CTR53603	30 NET	N
105	53000	126635	229064	COV201701	GENERAL MOTORS DE MEXICO	INV	30-Apr-09	COV126211		13,317.81	-	13,317.81	CTR53603	30 NET	N
105	53000	119092	203214	COV200967	GM FINANCIAL SHARED SERVI	INV	29-May-09	COV126877		5,682.88	-	5,682.88	ONR03171	30 NET	N
105	53000	119092	203214	COV200967	GM FINANCIAL SHARED SERVI	INV	30-Apr-09	COV126117		7,618.97	-	7,618.97	GMB07503	60 NET	N
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	31-Mar-09	COV125654		9,270.00	-	9,270.00	1964-147	60 NET	N
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	31-Mar-09	COV125655		10,250.00	-	10,250.00	1065-272	60 NET	N
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	31-Mar-09	COV125695		10,300.00	-	10,300.00	TCR06454	60 NET	N
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	30-Apr-09	COV126426		10,320.00	-	10,320.00	1065-272	60 NET	N
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	30-Apr-09	COV126424		12,975.00	-	12,975.00	GM DUBAI/200910	60 NET	N
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	31-Mar-09	COV125657		13,000.00	-	13,000.00	GM DUBAI 200910	60 NET	N
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	31-Mar-09	COV125656		34,820.00	-	34,820.00	1065-275	60 NET	N
105	53000	136053	252753	COV202557	GM RAILINC-COVISINT	INV	31-Mar-09	COV125164		1,475.00	-	1,475.00	GMR74682	30 NET	N
105	53000	136053	252753	COV202557	GM RAILINC-COVISINT	INV	30-Apr-09	COV126383		1,475.00	-	1,475.00	GMR74682	30 NET	N
Total Covisint Not on Cure List										137,399.77	-	137,399.77			
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	30-Apr-09	COV126423		3,025.00	-	3,025.00	GMR66634	60 NET	Y
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	INV	31-Jan-09	COV123868		43,725.00	-	26,235.00	GMR84680	60 NET	Y
105	53000	127741	232740	COV202052	GM FINANCIAL SHARED SERVI	CASH	29-May-09	W052908CHEVROLET	COV123868	(17,490.00)	-	-			
Total Covisint on Cure List										46,750.00	-	29,260.00			

**Customer Class - Products**

Loc	CC	Cust#	Site Use Id	Cust Name	Type	Trans Date	Trans#	Applied to Tran#	Tran\$	Tax\$	Balance	PO#	Payment Term
102	31055	23693	216433	GENERAL MOTORS	INV	16-Feb-09	N25284		650,000.00	-	650,000.00	GMF0029922	UFON RECEIPT
				<b>GENERAL MOTORS Total</b>					<b>650,000.00</b>	<b>-</b>	<b>650,000.00</b>		
				<b>Grand Total Not on Cure List</b>					<b>650,000.00</b>	<b>-</b>	<b>650,000.00</b>		